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UNITED STATES  
BANKRUPTCY COURT  
PATRICIA GRAY, CLERK

MAY 15 2001

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Jennifer A. Smith (State Bar No. 610)  
Etta L. Walker (State Bar No. 5537)  
LIONEL SAWYER & COLLINS  
1100 Bank of America Plaza  
50 W. Liberty St.  
Reno, Nevada 89501  
(775) 788-8666

David S. Kurtz  
Timothy R. Pohl  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM (ILLINOIS)  
333 West Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

Gregg M. Galardi  
Eric M. Davis  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
One Rodney Square  
Wilmington, Delaware 19899  
(302) 651-3000

Attorneys for the Debtors and  
Debtors-in-Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA

In re

WASHINGTON GROUP  
INTERNATIONAL, INC., et al.,  
Debtors.

Case No. BK-N- 01-31627  
(Chapter 11)

ORDER APPOINTING ROBERT L.  
BERGER & ASSOCIATES, LLC AS  
CLAIMS, NOTICING AND BALLOTING  
AGENT OF THE BANKRUPTCY COURT  
PURSUANT TO 28 U.S.C. § 156(c)

Hearing Date: May 14, 2001  
Hearing Time: 1:00 p.m.

This matter having coming before the Court on the  
application, dated May 13, 2001 (the "Application"),<sup>1</sup> of

<sup>1</sup>Unless otherwise defined, capitalized terms used herein shall  
have the meanings ascribed to them in the Application.

SCANNED

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3 Washington Group International, Inc. ("WGI") and certain of its  
4 direct and indirect subsidiaries, debtors and debtors-in-  
5 possession (collectively, the "Debtors") for an order under  
6 28 U.S.C. § 156(c), appointing Robert L. Berger & Associates, LLC  
7 ("Berger") as claims, noticing and balloting agent of the  
8 Bankruptcy Court (the "Claims Agent"); and the Court having  
9 reviewed the Affidavit of Robert L. Berger and the Affidavit of  
10 Stephen G. Hanks in Support of Chapter 11 Petition and First-Day  
11 Orders; and the Court being satisfied with the representations  
12 made in the Application and affidavits that Berger represents no  
13 interest adverse to the estates, that it is a "disinterested  
14 person" as that term is defined under section 101(14) of the  
15 Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy  
16 Code, that its employment is necessary and in the best interests  
17 of the Debtors' estates, creditors and other parties-in-interest;  
18 and it appearing that notice of the Application was good and  
19 sufficient under the particular circumstances and that no other  
20 or further notice need be given; and upon the record herein, and  
21 after due deliberation thereon; and good and sufficient cause  
22 appearing therefor, it is hereby

23 ORDERED, ADJUDGED AND DECREED THAT:

- 24 1. The Application be, and it hereby is, GRANTED.
- 25 2. Berger is appointed as the Claims Agent in these
- 26 chapter 11 cases, pursuant to 28 U.S.C. § 156(c), and is
- 27 authorized to perform the following services as requested by the
- 28

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3 office of the Clerk of the Bankruptcy Court for the District of  
4 Nevada (the "Clerk's Office") or the Debtors:

5 (a) Prepare and serve required notices in these  
6 chapter 11 cases, including:

7 (i) A notice of commencement of these  
8 chapter 11 cases and the initial  
9 meeting of creditors under  
10 Bankruptcy Code section 341(a);

11 (ii) A notice of the claims bar dates;

12 (iii) Notices of objections to  
13 claims;

14 (iv) Notices of any hearings on a  
15 disclosure statement and  
16 confirmation of a plan of  
17 reorganization; and

18 (v) Such other miscellaneous notices as  
19 the Debtors or the Court may deem  
20 necessary or appropriate for an  
21 orderly administration of these  
22 chapter 11 cases;

23 (b) Within ten business days after the  
24 service of a particular notice, file  
25 with the Clerk's Office an affidavit of  
26 service that includes (i) a copy of the  
27 notice served, (ii) an alphabetical list  
28 of persons on whom the notice was  
served, along with their addresses, and  
(iii) the date and manner of service;

(c) Maintain copies of all proofs of claim  
and proofs of interest filed in these  
cases;

(d) Maintain official claims registers in  
each case by docketing all proofs of  
claim and proofs of interest in a claims  
database that includes the following  
information for each such claim or  
interest asserted:

(i) The name and address of the  
claimant or interest holder and any  
agent thereof, if the proof of

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claim or proof of interest was  
filed by an agent;

(ii) The date the proof of claim or  
proof of interest was received by  
Berger and/or the Court;

(iii) The claim number assigned to  
the proof of claim or proof of  
interest; and

(iv) The asserted amount and  
classification of the claim.

(e) Implement necessary security measures to  
ensure the completeness and integrity of  
the claims registers;

(f) Transmit to the Clerk's Office a copy of  
the claims registers as requested by the  
Clerk's Office;

(g) Maintain a current mailing list for all  
entities that have filed proofs of claim  
or proofs of interest and make such list  
available upon request to the Clerk's  
Office or any party in interest;

(h) Provide access to the public for  
examination of copies of the proofs of  
claim or proofs of interest filed in  
these cases without charge during  
regular business hours;

(i) Record all transfers of claims pursuant  
to Bankruptcy Rule 3001(e) and provide  
notice of such transfers as required by  
Bankruptcy Rule 3001(e);

(j) Comply with applicable federal, state,  
municipal and local statutes,  
ordinances, rules, regulations, orders  
and other requirements;

(k) Provide temporary employees to process  
claims, as necessary;

(l) Promptly comply with such further  
conditions and requirements as the  
Clerk's Office or the Court may at any  
time prescribe; and

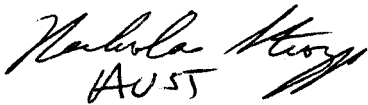
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3 (m) Provide such other claims processing,  
4 noticing and related administrative  
5 services as may be requested from time  
6 to time by the Debtors.

7 3. Berger is also authorized to assist the Debtors  
8 with, among other things: (a) the preparation of schedules,  
9 statements of financial affairs and master creditor lists, if  
10 necessary, and any amendments thereto; (b) the reconciliation and  
11 resolution of claims; and (c) the preparation, mailing and  
12 tabulation of ballots for the purpose of voting to accept or  
13 reject a plan of reorganization.

14 4. The fees and expenses of Berger incurred in the  
15 performance of the above services in accordance with the  
16 Retention Agreement annexed as Exhibit A hereto shall be treated  
17 as an administrative expense of the Debtors' chapter 11 estates  
18 and be paid by the Debtors in the ordinary course of business.

19 Dated: Reno, Nevada  
20 May 14, 2001

21   
22 Hon. Gregg W. Zive  
23 UNITED STATES BANKRUPTCY JUDGE

24   
25 AUST

# EXHIBIT

A

***Robert L. Berger & Associates, LLC***  
***16501 Ventura Blvd., Suite 440***  
***Encino, CA 91436***  
***(818) 906-8300 telephone***  
***(818) 783-2737 facsimile***

April 2, 2001

The Washington Group International, Inc.  
720 Park Boulevard  
Boise, Idaho 83712  
Attn: Suzanne Bowman

Re: Letter of Agreement

Dear Ms. Bowman:

This letter will acknowledge, that at the recommendation of Skadden, Arps, Slate, Meagher & Flom, you have requested that Robert L. Berger & Associates, LLC., ("RBA") provide services to The Washington Group International, Inc. in connection with its possible filing of a Chapter 11 proceeding. RBA will receive data and input same into the program developed by RBA to produce, among other things, the Schedules, Statement of Financial Affairs (to be reviewed by Washington Group International, Inc. and their attorneys), the Master Creditors Lists, if necessary, and any amendments thereto, the reconciliation and resolution of claims, and the preparation, mailing and tabulation of ballots for the purpose of voting to accept or reject a Plan of Reorganization.

The services rendered will be at our normal hourly rates, which range from \$35.00 to \$245.00 per hour plus the charges as per the attached rate sheet. Rates are adjusted annually on January 2 of each year, and are subject to increase not to exceed 10% per annum. Increases greater than 10% per annum will be discussed with you before becoming effective.

For all such services rendered, we require a \$50,000.00 deposit.

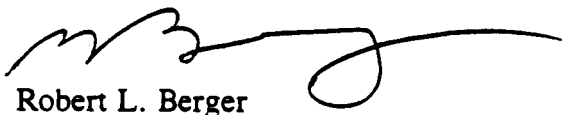
The Washington Group International, Inc.  
April 2, 2001  
Page Two

All charges will be on a portal to portal basis plus out-of-pocket expenses. Invoices will be submitted periodically and are payable upon submission to restore the deposit to its original \$50,000.00.

Should you have any questions regarding the above please do not hesitate to call.

Please acknowledge the above by signing and returning a copy of this letter.

Sincerely,



Robert L. Berger

/cr

Received and agreed to:

The Washington Group International, Inc.

Date:

4/18/01

By:

Richard V. Pary

agreement



Robert L. Berger & Associates, LLC  
16501 Ventura Blvd., Suite 440  
Encino, California 91436  
Tel: (818) 906-8300  
Fax: (818) 783-2737  
<http://www.claimsmanager.com>

**Claims Management/Processing Services**

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|--|---|
| <b>1 One Time Setup</b>  | \$1,000.00 (Configuration and customization of database for client's needs based on initial conference)   |
| <b>2 Creation of Creditor Database</b><br>Creditors supplied on Magnetic Media   | \$.10 per creditor if in RLB format<br>\$3.50 per creditor for non-RLB format   |
| <b>3 Court Claims Docket</b><br>Creation and Updating of<br>Court Proof of Claims Docket   | \$3.50 per Proof of Claim   |
| <b>4 Claim Processing</b><br>Printing of initial proof of claim<br>Proof of Claims Input<br><br>Verification of claims inputted<br>Scanning input of Proofs of Claim | \$.15 each<br>\$1.50 per claim if RLB generated<br>\$3.50 per claim if non-RLB generated claims<br>\$35.00 per hour<br>\$.25 per page plus \$35.00 per hour   |
| <b>5 Specialized Services</b><br>Technical/Consulting & Executive Support<br>Programming<br>Clerical Support   | \$95.00-\$245.00 per hour<br>\$ 120.00 per hour<br>\$ 35.00 - \$70.00 per hour  |
| <b>6 Remote Internet Access - One-Time Set-Up Fee</b>  | \$1,000.00 (Initial training for system use as required; Provide necessary database upgrades; Setup security with user codes and passwords)<br>\$500.00 per month (includes all Debtors) plus \$35 per user per month |
| <b>7 Expenses</b><br>Postage, Delivery, Phone<br>Faxes - Incoming<br>Faxes - Outgoing<br>Labels<br>Envelopes   | At Cost<br>\$ .20 per page<br>\$ 1.00 per page<br>\$ .05 - .15 each<br>Price varies as per size   |
| <b>8 Support Services</b><br>Photocopies/Printing<br>Monthly Data Storage  | \$ .20 per page<br>\$ .05 per creditor on file  |
| <b>9 Balloting Services and Fees</b><br>Special Services<br>Ballots Tabulated<br>Base Charge for Voting and Tabulation Reports<br>Plus                               | See Item 5 above<br>\$ 1.25 each<br>\$ 75.00 per processing<br>\$ 3.00 per 1000 lines printed   |
| <b>10 Notice Printing</b>  | Quote prior to mailing  |
| <b>11 Newspaper Legal Notice Publishing</b>  | Quote prior to publishing   |
| <b>12 Assist with the preparation of Schedules of Assets and Liabilities and Statement Of Financial Affairs</b>  | Hourly Rate \$65.00 - \$245.00  |